

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
FRANCHISE GROUP, <i>et al.</i> , ¹)	Case No. 24-12480 (LSS)
)	
Debtors. ²)	(Jointly Administered)
)	
)	Adversary No. 24-50237 (LSS)
FRANCHISE GROUP, <i>et al.</i> , ³)	
)	
Plaintiffs,)	
)	
BRIAN GALE, MARK NOBLE, TERRY PHILIPPAS, LAWRENCE BASS, and JOHN DOES 1-20,)	
)	
Defendants.)	
)	

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² On June 6, 2025, every Debtor except Freedom VCM Holdings, LLC emerged from these chapter 11 cases and is now a Reorganized Debtor. *See Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 1605].

³ The Plaintiffs in this adversary case are the Debtors listed in footnote one.

STIPULATION OF VOLUNTARY DISMISSAL OF ADVERSARY PROCEEDING

IT IS HEREBY stipulated and agreed, pursuant to Rule 7041 of the Federal Rules of Bankruptcy Procedure and the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [(Main Case) Docket No. 1605], by the parties hereto and through their respective counsel, that the above captioned adversary proceeding be dismissed.

STIPULATED AND AGREED TO THIS 13TH DAY OF JUNE, 2025:

<p>YOUNG CONAWAY STARGATT & TAYLOR, LLP</p> <p>By: <u>/s/ Allison S. Mielke</u> Edmon L. Morton (Del. No. 3856) Matthew B. Lunn (Del. No. 4119) Allison S. Mielke (Del. No. 5934) Shella Borovinskaya (Del. No. 6758) Rodney Square 1000 North King Street Wilmington, Delaware 19801 Telephone: (302) 571-6600 Facsimile: (302) 571-1253 emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com</p> <p><i>Co-Counsel to the Debtors and Debtors in Possession</i></p> <p>-and-</p> <p>KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP Joshua A. Sussberg, P.C. (<i>admitted pro hac vice</i>) Nicole L. Greenblatt, P.C. (<i>admitted pro hac vice</i>) Derek I. Hunter (<i>admitted pro hac vice</i>) 601 Lexington Avenue New York, New York 10022 Telephone: (212) 446-4800 Facsimile: (212) 446-4900 joshua.sussberg@kirkland.com nicole.greenblatt@kirkland.com derek.hunter@kirkland.com</p>	<p>PASHMAN STEIN WALDER HAYDEN, P.C.</p> <p>By: <u>/s/ Joseph C. Barsalona II</u> Joseph C. Barsalona II (Del. No. 6102) 824 North Market Street, Suite 800 Wilmington, DE 19801 Telephone: (302) 592-6497 jbarsalona@pashmanstein.com</p> <p>-and-</p> <p>BERNSTEIN LITOWITZ BERGER & GROSSMAN LLP Jeroen van Kwawegen Thomas James 1251 Avenue of the Americas New York, NY 10020 Telephone: (212) 554-1400 jeroen@blbglaw.com thomas.james@blbglaw.com</p> <p>Benjamin Potts (Del. No. 6077) Mae Oberste (Del. No. 6690) 500 Delaware Avenue Suite 901 Wilmington, DE 19801 Telephone: (302) 364-3600 benjamin.potts@blbglaw.com mae.oberste@blbglaw.com</p> <p>-and-</p> <p>[Continued on Next Page]</p>
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